

日期：2025 年 9 月 25 日

羅素投資基金系列 V (「本公司」) 年度股東大會。本公司為子基金間負債分離之傘型投資公司

親愛的股東您好：

謹此致函通知 台端，即本公司之股東，本公司董事 (「董事」) 已決議於 2025 年 10 月 17 日上午 10 時 30 分 (愛爾蘭時間) 假 MFD Secretaries Limited 之辦公室 (地址：32 Molesworth Street, Dublin 2) 召開本公司年度股東大會 (「年度股東大會」)，會中將提出修訂本公司組織大綱暨章程 (「組織章程」) 之提案作為特別事項。針對本公司組織章程所提之主要修改內容記載於附錄一。

除非本通函中另有定義，本通函之所用詞彙均與公開說明書所述之含義相同。

## 1 組織章程之修訂

- 1.1 在取得股東核准並符合中央銀行規定之前提下，茲擬就組織章程進行若干修訂，詳見附錄一所載。組織章程之擬議修訂並非實質性內容之修訂，而是僅限於為確保組織章程之條款能正確反映組織章程自上次 2025 年 10 月 18 日更新以後之所有法律與監理要求以及現行市場慣例之相關修訂。因此，董事認為組織章程應予更新。在某些情況下，這將需要納入更多之揭露內容，而在其他情況下，則須對現行條文進行修訂 (例如擴大受限制投資人名單)。

## 2 後續行動、提案

- 2.1 組織章程之所擬變更載於後附附錄一。台端亦可向本公司及主資金管理機構索取更新後之組織章程及其修訂劃線對照版。董事保留權利得在毋須進一步通知股東之情況下，對於將提交股東於年度股東大會核准之組織章程進行其他非重大之修訂，然而，任何進一步之重大修訂均須取得股東之核准，並在年度股東大會以前通知股東。
- 2.2 新組織章程必須經本公司股東以特別決議方式通過。
- 2.3 特別決議案須取得總投票數 (即贊成票及反對票之合計票數) 中的至少 75% 之投票贊成方得通過。不論股東究係如何 (或是否) 行使表決權，開會通知所載議案如經取得必要多數投票表決通過者，將對所有股東產生拘束力。
- 2.4 為此，下列特別決議案將於預定於 2025 年 10 月 17 日上午 10 時 30 分 (愛爾蘭時間) 召開之年度股東大會提交股東表決：

「茲核准及採納修訂後之本公司組織大綱暨章程（「**組織章程**」）（其摘要內容載於 2025 年 9 月 25 日通函之附錄一，並可向本公司及主資金管理機構免費索取）作為本公司之組織章程，惟須遵守及符合中央銀行之規定。」

- 2.5 兩名有資格就各項議案進行投票之股東（親自或委託代理人）出席，即符合年度股東大會之法定出席人數。若於年度股東大會預定開會時間起半小時內或於年度股東大會期間未達法定出席人數，則年度股東大會將延至次一禮拜同一天，於同一時間和地點召開，或延至董事可能決定之其他時間及地點召開。
- 2.6 倘若股東投票贊成上述變更，董事擬將該等變更反映至組織章程之更新版本，並將依適當程序備妥更新後之組織章程，屆時投資人可免費向行政管理機構索取。

### 3 應採取之行動

- 3.1 為審議本通函所載提案，建議 台端先閱讀後附所有文件。
- 3.2 本通函附錄二為訂於 2025 年 10 月 17 日上午 10 時 30 分（愛爾蘭時間）假 MFD Secretaries Limited 辦公室（地址：32 Molesworth Street, Dublin 2）召開本公司年度股東大會之開會通知，會中將提出修訂組織章程之特別決議案交付股東表決。股東應親自出席年度股東大會，或填妥並擲回本通函附錄二所附委託書，以行使表決權。
- 3.3 謹檢附年度股東大會委託書如後附附錄三，以便 台端得於年度股東大會進行投票表決。敬請詳閱委託書上之說明，此將有助於 台端完成及擲回委託書。
- 3.4 台端之委託書應於年度股東大會或其延會預定開會時間的 48 小時之前擲回至 MFD Secretaries Limited 之辦公室（地址：32 Molesworth Street, Dublin 2）或年度股東大會開會通知上所指定之其他地點，方為有效。即便已指派代理人，台端仍可出席年度股東大會並行使表決權，但在此一情況下，代理人將無權代表 台端進行投票表決。

### 4 生效日

- 4.1 倘若修訂組織章程之特別決議案獲得通過，則有關變更將於組織章程更新版本提交至中央銀行與公司註冊處備案後生效。

### 5 成本

- 5.1 所有與組織章程修訂有關之費用，均由本公司負擔。

## 6 建議

6.1 董事認為組織章程之所擬修訂係符合全體股東之最佳利益，故建議 台端投票贊成年度股東大會開會通知所載之特別決議案。

6.2 本公司衷心希望 台端能夠出席或委託代理人出席年度股東大會以表示對議案之支持。倘若 台端不欲出席年度股東大會，則請按照後附委託書上之詳細說明填寫委託書。

董事就本通函所載之資訊負責。

台端如對此一事項有任何疑問，請聯繫 台端之客戶經理或投資顧問。

謹此感謝 台端對本公司之持續支持。

您誠摯地

\_\_\_\_\_( 簽 名 )\_\_\_\_\_  
董事  
代表羅素投資基金系列 V

附錄一：組織章程所擬變更之摘要內容  
附錄二：本公司年度股東大會開會通知  
附錄三：本公司年度股東大會委託書



## 附錄一

### 羅素投資基金系列 V (「本公司」) 為子基金間負債分離之傘型投資公司

本公司組織大綱暨章程(「組織章程」)擬予更新，以反映下列修訂內容：

- a) **成本**：強化有關本公司應付成本之揭露資訊，包括：(a)行銷、推廣及發行股份時所產生或應支付之報酬、佣金與費用；(b)本公司投保任何保險單時應支付之保費；(c)本公司營運與管理之相關負債，包括借款利息、公司秘書費用，以及向公司註冊處申辦業務之費用；(d)為符合中央銀行要求，或因應法規變更，或基於股東最佳利益，或為刪除過時條款，而對組織章程或本公司任何其他合約進行修訂所產生之費用。
- b) **類股與避險**：明文規定子基金之股份得進一步劃分為董事會所決定之類股，並由董事會訂定相關條款，包括該等類股之避險策略詳情。
- c) **受限制投資人**：擴大受限制投資人（即不構成合格持有人者）之名單，納入從事過度交易行為之投資人以及不符合本公司相關類股資格條件之投資人。新增本公司對於受金融制裁投資人所得行使之相關額外權力。
- d) **通知**：修訂有關股東通知之條款，明確規定得以電子方式為通知。
- e) **其他次要附帶修訂，包括：**
  - a. 增訂本公司得自支付予股東之款項中，依任何司法管轄區所課徵或應課徵之稅捐，預扣或扣繳相關金額之權限；
  - b. 修訂「基準貨幣」之定義，以反映其應以公開說明書所載為準；
  - c. 釐清股東查閱其於股東名冊登記資料權利之相關說明；
  - d. 明確規定零股之發行方式，即零股應發行至董事會所不時決定並於公開說明書載明之小數點位數；
  - e. 明確規定應付之稅費與費用可能反映在任何交易日之股份價格內；
  - f. 修訂第13條有關全部買回之條款，釐清其亦適用於類股層級；
  - g. 更新本公司得予以賠償之對象清單，將投資管理人、次投資管理人及資金管理機構明列至該清單中；
  - h. 為確保組織章程中經定義詞彙使用上之一致性所進行之修訂；
  - i. 為反映時間推移或為刪除重複詞語所進行之其他附帶修訂。

羅素投資基金系列 V  
為子基金間負債分離之傘型基金  
(「本公司」)

設立於愛爾蘭，註冊編號：360216

登記營業處

78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

謹此通知，為辦理本公司下列事項，本公司年度股東大會將於 2025 年 10 月 17 日上午 10 時 30 分（愛爾蘭時間）於 32 Molesworth Street, Dublin 2 舉行：

1. 收受並通過截至 2025 年 3 月 31 日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務；
2. 重新委派 PricewaterhouseCoopers 為會計師；
3. 授權董事決定會計師報酬；
4. 核准及採納修訂後之本公司組織大綱暨章程（「組織章程」），其內容載於 2025 年 9 月 25 日通函之附錄一，惟須遵守及符合中央銀行之規定；
5. 任何其他事項。

日期：2025 年 9 月 25 日

承董事會命

MFD Secretaries Limited

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公司秘書

註：有權出席年度股東大會、於大會上發言及投票之股東，均有權委託代理人代為出席、發言及投票。一公司組織得指派授權代表人代為出席、發言及投票。代理人或授權代表人無須為本公司股東。

填寫完成之委託書連同任何據以簽署之授權書最遲應於 2025 年 10 月 15 日上午 10 時 30 分（愛爾蘭時間）以前（亦即，於本次會議召開時間的兩個完整營業日以前）以電子郵件寄送至 russellproxies@maples.com，方為有效。倘若年度股東大會延期舉行者，委託書最遲應於該延會預定召開時間的兩個完整營業日以前送達。已填妥委託書之交回並不會妨礙股東透過電話出席年度股東大會及進行投票（倘其欲如此為之者）。股東如希望透過電話而非指派代理人出席年度股東大會者，請於年度股東大會開會日的兩個完整營業日以前寄送電子郵件至 russellproxies@maples.com 以確認此等意向。電話撥號詳情將於年度股東大會開會日的前一個營業日透過電子郵件回覆方式予以提供。



羅素投資基金系列 V  
(「本公司」)

年度股東大會委託書

請填寫：

登記股東名稱：\_\_\_\_\_

登記地址：\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

帳號：\_\_\_\_\_

本人/吾等\_\_\_\_\_係本公司（名稱見上）之股東，謹此指派本公司主席（若此人缺席，則為\_\_\_\_\_；若此人亦缺席，則為\_\_\_\_\_；若此人亦缺席，則為 Shane Toomey 先生（c/o32 Molesworth Street, Dublin 2）；若此人亦缺席，則為 Brendan Byrne 先生（c/o32 Molesworth Street, Dublin 2）；若此人亦缺席，則委託任一 MFD Secretaries Limited 之代表或本公司董事），為本人/吾等之代理人，代表本人/吾等於 2025 年 10 月 17 日上午 10 時 30 分（愛爾蘭時間）於 32 Molesworth Street, Dublin 2 舉行之本公司年度股東大會及其任何延會上進行投票。

請於下列方框中打「X」表示 台端希望代理人如何進行投票。倘 台端希望本委託書係用於對決議案表示贊成，請於下列適當之方框標題「贊成」底下打「X」；倘 台端希望本委託書係用於對決議案表示反對，請於下列適當之方框標題「反對」底下打「X」。倘 台端希望本委託書係用於對決議案表示棄權，請於下列適當之方框標題「棄權」底下打「X」。否則代理人將按其認為適當者予以投票。

決議案				
一般事項		贊成	反對	棄權
1.	收受並通過截至 2025 年 3 月 31 日止年度之董事報告、會計師報告及財務報表，以及審閱本公司事務。			
2.	重新委派 PricewaterhouseCoopers 為會計師。			
3.	授權董事決定會計師報酬。			
特別事項		贊成	反對	棄權
	核准及採納修訂後之本公司組織大綱暨章程（「組織章程」），其內容載於 2025 年 9 月 25 日通函之附錄一，惟須遵守及符合中央銀行之規定。			

簽名 1

日期

(以正楷書寫名稱) \_\_\_\_\_

簽名 2(倘需要時)

日期

(以正楷書寫名稱) \_\_\_\_\_

### 填寫委託書之注意事項

- (a) 除另有指示外，代理人將按其認為適當者予以投票。
- (b) 倘股東係個人者，本委託書得由該股東所正式書面授權其簽署委託書之代理人予以簽署。
- (c) 倘係共同持有人者，任一持有人之簽名即為已足，惟所有共同持有人之姓名均應予以表明。
- (d) 倘本委託書係由公司簽署時，則應予以用印或由正式授權之職員或代理人簽名。
- (e) 填寫完成之委託書連同任何據以簽署之授權書最遲應於 2025 年 10 月 15 日上午 10 時 30 分(愛爾蘭時間)以前(亦即，於本次會議召開時間的兩個完整營業日以前)以電子郵件寄送至 russellproxies@maples.com，方為有效。倘若年度股東大會延期舉行者，委託書最遲應於該延會預定召開時間的兩個完整營業日以前送達。
- (f) 已填妥委託書之交回並不會妨礙 台端透過電話親自出席年度股東大會及投票(倘 台端擬如此為之者)。股東如希望透過電話而非指派代理人出席年度股東大會者，請於年度股東大會開會日的兩個完整營業日以前寄送電子郵件至 russellproxies@maples.com 以確認此等意向。電話撥號詳情將於年度股東大會開會日的前一個營業日透過電子郵件回覆方式予以提供。



Russell Investment Company V Plc  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

Date: 25 September 2025

**Annual General Meeting of Russell Investment Company V p.l.c. (the "Company"), an umbrella investment company with segregated liability between sub-funds.**

Dear Shareholder

We are writing to you in your capacity as a Shareholder of the Company to inform you that the directors of the Company (the "**Directors**") have resolved to convene the Annual General Meeting of the Company (the "**AGM**") to be held at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 on 17 October 2025 at 10.30am (Irish time) which shall include as special business a proposal to amend the memorandum and articles of association of the Company (the "**M&A**"). The principal amendments that are proposed to be made to the Company's M&A are set out in Appendix I.

Capitalised terms used herein and not otherwise defined shall have the same meanings as within the Prospectus.

**1 Amendments to the M&A**

- 1.1 Subject to Shareholder approval and the requirements of the Central Bank, it is proposed to make certain amendments to the M&A as detailed in Appendix I. The proposed amendments to the M&A are not substantive in nature but rather are limited to those designed to ensure that the provisions of the M&A correctly reflect all prescribed legal and regulatory requirements and current market practice since the last update of the M&A on 18 October 2024. As a result, the Directors are of the opinion that the M&A should be updated. In certain instances, this will necessitate the inclusion of enhanced disclosure and in other instances, this will require the amendment of existing provisions (e.g. expansion of the list of restricted investors).

**2 Next Steps, Proposed Resolutions**

- 2.1 The proposed changes to the M&A are set out in **Appendix I** hereto. Alternatively, you may request a copy of the clean and marked-up M&A from the Company and the Principal Money Manager. The Directors reserve the right to make other non-material amendments to the M&A and to be approved by Shareholders at the AGM without further notice to Shareholders; however, any further material changes will require the approval of Shareholders, who shall be notified of such in advance of the AGM.
- 2.2 The new M&A cannot be adopted without the approval by way of special resolution of the Shareholders of the Company.
- 2.3 Special resolutions cannot be passed unless they receive the support of at least 75% of the total number of votes cast for and against each of them. If the resolution set out in the notice is passed by the requisite majority, it will be binding on all Shareholders irrespective of how (or whether) they voted.
- 2.4 For this purpose the following special resolution shall be put to Shareholders at the AGM of the Shareholders scheduled for 10:30am Irish time on 17 October 2025:
- "That the amended memorandum and articles of association of the Company (the "**M&A**") a summary of which is set out at Appendix I to the circular dated 25 September 2025 and available free of charge from the Company and the Principal Money Manager be hereby approved and adopted as the M&A of the Company, subject to and in accordance with the requirements of the Central Bank."*
- 2.5 The quorum for the AGM is two Shareholders present (in person or by proxy) entitled to vote in respect of each resolution. If such a quorum is not present within half an hour from the time appointed for the AGM, or during an AGM, the AGM shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Directors may determine.
- 2.6 If Shareholders vote in favour of the changes, the Directors intend to reflect these changes in updated M&A, which will be prepared in due course and will be made available to investors free of charge from the Administrator, upon request.



3 **Action to be Taken**

- 3.1 In order to consider the proposals set out in this Circular, you are advised first to read all the enclosed documentation.
- 3.2 In **Appendix II** to this Circular you will find a Notice concerning an AGM of the Shareholders of the Company to be held at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 on 17 October 2025 at 10:30am (Irish time) at which a special resolution to amend the M&A will be put to Shareholders. Shareholders should vote either by attending the AGM or by completing and returning the form of proxy enclosed with this circular.
- 3.3 A proxy form to enable you to vote at the AGM is enclosed with this Circular at Appendix III. Please read the notes printed on the form which will assist you in completing and returning the form.
- 3.4 To be valid, your form of proxy must be received at the offices of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2 or at such other place as is specified in the notice of the AGM not later than 48 hours before the time appointed for the holding of the AGM or adjourned AGM. You may still attend and vote at the AGM even if you have appointed a proxy, but in such circumstances, the proxy is not entitled to vote on your behalf.

4 **Effective Date**

- 4.1 If the special resolution approving the amendment of the M&A is passed, the changes will become effective once the updated M&A has been filed with the Central Bank and the Companies Registration Office.

5 **Costs**

- 5.1 All costs in connection with the amendment of the M&A will be borne by the Company.

6 **Recommendation**

- 6.1 The Directors are of the opinion that the proposed amendment of the M&A is in the best interests of Shareholders as a whole, and accordingly recommend that you vote in favour of the special resolution set out in the notice of the AGM.
- 6.2 We would be grateful for your support for the resolutions either in presence at the AGM or by proxy. If you do not wish to attend the AGM, please complete the enclosed proxy in accordance with the instructions detailed therein.

The Directors accept responsibility for the information contained in this circular.

If you have any questions relating to this matter, you should either contact your relationship manager or, alternatively, your investment consultant.

We thank you for your continuing support of the Company.

Yours faithfully



Director  
for and on behalf of  
**Russell Investment Company V Public Limited Company**

*Appendix I: Summary of proposed changes to the M&A*  
*Appendix II: Notice of the AGM of the Company*  
*Appendix III: Form of proxy for the AGM of the Company*

**Appendix I**  
**Russell Investment Company V p.l.c.**  
**(the "Company")**

**an umbrella investment company with segregated liability between sub-funds**

It is proposed that the Memorandum and Articles of Association of the Company (the "M&A") be updated to reflect the following amendments:

- a) **Costs:** Enhancing disclosure in respect of costs payable by the Company to include (a) remuneration, commissions and expenses incurred or payable in the marketing, promotion and distribution of shares; (b) amounts payable in respect of any policy of insurance taken out by the Company; (c) liabilities in respect of the Company's operation and management including interest on borrowings, company secretarial expenses and Companies Registration Office filings; (d) costs incurred in modifying the M&A and any other agreement entered into in relation to the Company where the modification is required for complying with the requirements of the Central Bank or expedient having regard to any change in law or in the best interests of the Members or to remove obsolete provisions therefrom;
- b) **Share Classes and Hedging:** Expressly providing that shares in a sub-fund may be further divided into such classes as the Directors may determine, on such term as the Directors may determine and including further detail regarding hedging strategies for such share classes;
- c) **Restricted Investors:** the list of investors who are considered to be restricted investors (i.e. who do not constitute qualified holders) has been expanded to include investors engaged in excessive dealing and investors who do not meet the eligibility conditions for the relevant class of shares in the Company. Including additional powers of the Company in respect of investors subject to financial sanctions.
- d) **Notices:** updates to the provisions regarding notices to Members to make clear that notice by electronic means shall be acceptable;
- e) **Minor Ancillary Updates including:**
  - a. Inclusion of additional ability of the Company to withhold or deduct from payments made to Members any amount for on account of any taxes imposed or required to be imposed in any jurisdiction;
  - b. Update to the definition of Base Currency to reflect that this is as specified in the Prospectus;
  - c. Clarifying the language regarding the ability of a Member to inspect their entry on the shareholder register;
  - d. Clarifying that the issuance of Fractional Shares in that these shall be issued to such number of decimal places as determined by the Directors from time to time and as specified in the Prospectus;
  - e. Expressly including that Duties and Charges payable may be included in the price of any share on any Dealing Day;
  - f. Updating Article 13 in respect of Total Repurchase to clarifying that this is also applicable at share class level
  - g. A clarificatory update that specifies the investment manager, any sub-investment manager and any money manager in the list of parties whom the Company may indemnify;
  - h. Updates to ensure consistency of use of defined terms throughout the M&A;
  - i. Other ancillary updates to reflect the passage of time or to remove duplicate language.



**Russell Investment Company V Public Limited Company**  
**an umbrella fund with segregated liability between sub-funds**  
**(the "Company")**

Incorporated in Ireland with Registered No: 360216

Registered Office

78 Sir John Rogerson's Quay

Dublin 2

Ireland

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the "**AGM**") of the Company will be held at 32 Molesworth Street, Dublin 2 on 17 October 2025 at 10.30am (Irish time) for the purposes of transacting the following business of the Company:-

1. To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2025, and to review the affairs of the Company;
2. To re-appoint PricewaterhouseCoopers as the Auditors;
3. To authorise the Directors to fix the remuneration of the Auditors;
4. To approve and adopt the amended memorandum and articles of association of the Company (the "**M&A**") set out at Appendix I to the circular dated 25 September 2025, subject to and in accordance with the requirements of the Central Bank;
5. Any other business.

Dated this 25 September 2025

**By order of the Board**

*MFD Secretaries Limited*

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**Company Secretary**

**Note:** A shareholder entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

To be valid, a completed form of proxy and any power of attorney under which it is signed must be received via e-mail to [russellproxies@maples.com](mailto:russellproxies@maples.com) by no later than 10.30am (Irish time) on 15 October 2025 (i.e. two full business days before the time of the meeting). If the AGM is adjourned, the proxy must be received not less than two full business days before the time appointed for the holding of the adjourned meeting. Returning the completed form of proxy will not preclude a shareholder from attending the AGM by telephone and voting if they so wish. Should a shareholder wish to attend the AGM via telephone, **rather than appoint a proxy**, please confirm this intention by email to [russellproxies@maples.com](mailto:russellproxies@maples.com) no later than two full business days in advance of the AGM. Dial-in details will be provided by way of return email one business day in advance of the AGM.



**Russell Investment Company V Plc**  
an umbrella fund with segregated liability between sub-funds  
(the "Company")

**ANNUAL GENERAL MEETING FORM OF PROXY**

**Please complete:**

Name of Registered Shareholder 1 \_\_\_\_\_  
Registered Address Line 1 \_\_\_\_\_  
Registered Address Line 2 \_\_\_\_\_  
Registered Address Line 3 \_\_\_\_\_  
Registered Address Line 4 \_\_\_\_\_  
Account Number: \_\_\_\_\_

I/We, \_\_\_\_\_ being a shareholder of the above named Company, hereby appoint the Chairperson of the Company or failing him/her, \_\_\_\_\_ or failing him/her \_\_\_\_\_ or failing him/her, Mr Shane Toomey, c/o 32 Molesworth Street, Dublin 2, or failing him, Mr Brendan Byrne, c/o 32 Molesworth Street, Dublin 2, or failing him, any other representative of MFD Secretaries Limited or any of the Directors of the Company as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2 on 17 October 2025 at 10.30 a.m.(Irish time) and at any adjournment thereof.

Please indicate with an "X" in the box below how you wish the proxy to vote. If you wish this form to be used in favour of the resolution, please mark "X" in the appropriate box below under the heading "For". If you wish this form to be used against the resolution, please mark "X" in the appropriate box below under the heading "Against". If you wish for this form to be used to abstain from voting for or against the resolution, please mark "X" in the appropriate box under the heading "Abstain". Otherwise, the proxy will vote as he or she thinks fit.

RESOLUTIONS				
Ordinary Business		FOR	AGAINST	ABSTAIN
1.	To receive and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March 2025, and to review the affairs of the Company.			
2.	To re-appoint PricewaterhouseCoopers as the Auditors.			
3.	To authorise the Directors to fix the remuneration of the Auditors.			
Special Business		FOR	AGAINST	ABSTAIN
	To approve and adopt the amended memorandum and articles of association of the Company (the "M&A") set out at Appendix I to the circular dated 25 September 2025 subject to and in accordance with the requirements of the Central Bank.			

Signature 1

\_\_\_\_\_

Dated

\_\_\_\_\_

(Print Name) \_\_\_\_\_

Signature 2  
(If required)

Dated

(Print Name) \_\_\_\_\_

**NOTES ON COMPLETING THE FORM OF PROXY:**

- (a) *Unless and otherwise instructed the proxy will vote as he/she thinks fit.*
- (b) *Where the shareholder is an individual, this proxy may be executed by an attorney of such shareholder duly authorised in writing to do so.*
- (c) *In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.*
- (d) *Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.*
- (e) *To be valid, a completed form of proxy and any power of attorney under which it is signed must be received via e-mail to [russellproxies@maples.com](mailto:russellproxies@maples.com) by no later than 10.30 a.m. (Irish time) on 15 October 2025 (i.e. two full business days before the time of the meeting). If the AGM is adjourned, the proxy must be received not less than two full business days before the time appointed for the holding of the adjourned meeting.*
- (f) *Returning the completed form of proxy will not preclude you from attending at the AGM by telephone and voting in person if you so wish. Should a shareholder wish to attend the AGM via telephone, **rather than appoint a proxy**, please confirm this intention by email to [russellproxies@maples.com](mailto:russellproxies@maples.com) no later than two full business days in advance of the AGM. Dial-in details will be provided by way of return email one business day in advance of the AGM.*